



Company Law

By Vinod Kothari

A Two day Crash Course on Companies Act, 2013 for senior professionals

As you might surely realise it by now, the Companies Act 2013 has abundant secrets, surprises and shocks waiting to be unravelled. The more we read it, the more disillusioned we become, and every time, there are new findings to be shared.

Right at the time when the law is ready to be implemented in toto, we have loads to speak about, loads to co-learn. This is exactly what has inspired us to initiate this series of a dozen sessions on the new Act.

This series is evidently very different from the multi-speaker conferences and sessions you must have attended by now. In those, the coverage is superficial, at the most. In this series – we pick up selected topics, and plunge into those, dissect and devour each of the details to see where exactly the devil is!

There are no welcome speeches, no vote of thanks, no CPE hours. It is 100% pure company law.

Yes, it is interactive, co-learning exercise. We expect several senior professionals to be participating. The format is classroom, which we think is ideal for a detailed probe into selected topics.

Dates: 10th & 11th February, 2014

Timings: 9.30 am to 5.30 pm

Venue: Indian Merchants Chamber (Churchgate), Mumbai | India

This Crash Course will be spread over two days with following topic

1. Incorporation – Objects clause. Small companies. One person companies. Holding-subsidary companies – impact of the changed definition. Revised formats of articles of association.

2. Issue of securities - Meaning of securities. Private placements – the complex web of rules. Pricing of securities and fair value rule. Section 36 and how banks/NBFCs/others may allege frauds in issue of securities and credit facilities. Shareholder rights: Shareholder agreements. Rectification of register of members. Bonus shares. Charges and changes in law of priorities of charges. Investor Education and Protection Fund and the changes in the law on what needs to go, when.

3. Debentures and deposits – new regime of deposits –member deposits and public deposits. What is not a deposit as per Deposit rules? New rules for advances for goods/services. The complex regime for issue of debentures -compulsorily convertible debentures, optionally convertible debentures, and non convertible debentures.

4. General meetings – new disclosures in notices. Post AGM reporting. Annual return – the revised format and the myriad details required therein. Compendium of annual filings – what and when.

5. Certification of annual return and secretarial audit. Differences between signing as a CS, signing as PCS, certifying annual return and secretarial audit. Guide to secretarial audit format.

6. Accounts – consolidation requirements – how will consolidation be done and contradictions with accounting standards. Auditors' appointment, rotation, qualifications and disqualifications. Non-audit services and the need to get board/audit committee approval for any non-audit services. Negative list of nonaudit services. Internal audit – by whom, and other details.

7. Corporate governance – manner of appointment of independent directors as completely different from regular directors. Committees of board and their composition. Board meetings; resolutions by circulation and short notice meetings. Stress on minutes. Immunity to independent and non-executive directors – how to make use of it? Corporate social responsibility – practical guide on how much to spend, how to disclose and framing of a CSR policy.

8. Related party contracts and interests in contracts – interplay of sections 164, 184 and 188. Drawing a matrix of related parties as per section 184, 188 and Accounting standard. Systems to ensure compliances. Loans and guarantees to directors and directors' entities. Investments and loans. Abusive RPT and SEBI rules.

9. Forward trading prohibition – does it affect ESOPs? Sale/disposal of undertakings, etc. Insider trading – Companies Act restrictions and new Regulations of SEBI. The complex and lethal world of insider trading compliances – liabilities of Compliance Officer and making sure that you don't foul the law. Managerial remuneration – changes in the law.

10. Corporate litigation – freeze action, class action. Oppression and mismanagement – changes in the law and their impact. Right of NCLT to relax minimum shareholding requirement. “just and equitable” clause and its continued relevance. New regime of mergers/ restructurings. Corporate debt restructuring and NCLT jurisdiction.

11. Revival of sick companies – complete change of requirements, process and revival methodology. Meaning (or no meaning) of sick companies. Who files, and what is the process of revival? Winding up of companies – voluntary and compulsory. Focus on the changes in the procedures.

12. KMPs (yes, this includes the CS as well), directors and officers - new liabilities. Distinction between adjudication, compounding, immunity and prosecutions. The adjudication track – offences that go adjudication, appeal and thereafter. The compounding track – choosing between compounding and adjudication. Court immunity. Prosecutions. Directors’ and Officers’ Liability insurance –impact of provisions of sec. 197 (13). Saving our soul and skin under the new Act – new traffic rules to follow.

Pricing:

The fees for this two day Crash Course will be **Rs 15000/-** (Exclusive of Taxes)

There will be no refunds for no-shows or cancellations after 1st Feb 2014. Before that, cancellations will be permitted with a 20% deduction.

How to Register/contact?

It is easy! Just send us a mail followed by the requisite payment. Bookings are confirmed effective from the date of receipt of payment.

For details, please feel free to call Pooja Rawal, on phone 22817427 or drop a mail at pooja@vinodkothari.com / vkandco@vinodkothari.com.

See www.vinodkothari.com / www.india-financing.com